

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
W. R. GRACE & CO., <u>et al.</u> ,)	
)	Case No. 01-01139 (JKF) (Jointly Administered)
Debtors.)	
)	
)	
W. R. GRACE & CO., <u>et al.</u>)	Adversary No. A-01-771
)	
Appellants,)	
)	
v.)	
)	
MARGARET CHAKARIAN, <u>et al.</u> ,)	
AND JOHN DOES 1-1000,)	
Appellees.)	
)	

**DEBTORS' DESIGNATION OF
RECORD AND STATEMENT OF ISSUES ON APPEAL**

Pursuant to Fed.R.Bank.P. 8006, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) designate the following items to be included in the record on appeal and submit the following statement of issues regarding their appeal to the United States District Court for the District of Delaware from the Bankruptcy Court’s: (1) Memorandum Opinion and Order, dated April 13, 2007, Denying Debtors’ Motion to Expand the Preliminary Injunction to Include Actions Against the State of Montana [Dkt. Nos. 419 and 420]; and (2) Memorandum Opinion and Order, dated March 27, 2008, Denying the Motion for Reconsideration of Court’s Opinion and Order Denying Debtors’ Motion for Expansion of Preliminary Injunction [Dkt. Nos. 483 and 484].

I. RECORD ON APPEAL

The Debtors designate the following items to be included in the record on appeal:

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE			
Case No. 01-01139			
Item	Filing Date	Docket No.	Description
1	06/09/2005	8582	State of Montana's Motion for Relief from Stay
2	06/28/2005	8705	Official Committee of Unsecured Creditors' Objection to the Motion of the State of Montana for Relief from Stay
3	06/28/2005	8707	Official Committee of Asbestos Property Damage Claimants' Objection to the Motion of the State of Montana for Relief from Stay
4	06/28/2005	8708	Debtors' Objection to the Motion of the State of Montana for Relief from Stay
5	06/29/2005	8747	Joinder of the Official Committee of Asbestos Personal Injury Claimants in the Debtors' Objection to the Motion of the State of Montana for Relief from the Automatic Stay
6	01/03/2006	11473	Transcript of December 19, 2005 Hearing
7	04/09/2007	15117	Transcript of April 2, 2007 Hearing
8	04/16/2007	15197	Memorandum Opinion Concerning Order Denying Motion of the State of Montana for Relief from the Automatic Stay
9	04/16/2007	15198	Order Denying Motion of the State of Montana for Relief from the Automatic Stay
10	04/26/2007	15390	Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay Entered April 16, 2007
11	04/26/2007	15393	Motion of State of Montana for Order Shortening Notice Regarding State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay Entered April 16, 2007
12	05/03/2007	15491	Order Granting the Motion to Shorten Notice with Respect to State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay Entered April 16, 2007
13	05/14/2007	15647	Debtors' Objection to the State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion for Relief from Automatic Stay

14	05/17/2007	15679	State of Montana's Motion for Leave to File Reply in Further Support of Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay
15	05/22/2007	15757	Order Granting State of Montana's Motion for Leave to File Reply in Further Support of Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay
16	05/24/2007	15804	State of Montana's Certification of Counsel on Order Regarding State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay Entered April 16, 2007
17	05/25/2007	15821	Joinder of the Official Committee of Asbestos Personal Injury Claimants to Montana Plaintiffs Objection to Proposed Order Further Staying the State of Montana Litigation and Objection to Proposed Order Regarding State Of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana Relief from the Automatic Stay Entered April 16, 2007
18	05/25/2007	15824 (also at Adv. Proc. 447)	Montana Plaintiffs' Objection to Proposed Orders Staying the State of Montana and BNSF Litigation
19	05/29/2007	15876 (also at Adv. Proc. 448)	Objection of the Official Committee of Asbestos Personal Injury Claimants to Certification of Debtors' Counsel on Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
20	06/04/2007	15948	Transcript of May 21, 2007 Hearing
21	06/06/2007	15969	Modified Order Regarding State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Motion of the State of Montana for Relief from the Automatic Stay Entered April 16, 2007
22	07/31/2007	16445	Transcript of July 23, 2007 Hearing

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**Adversary No. A-01-771**

Item	Filing Date	Docket No.	Description
23	01/22/2002	87	Order Granting Modified Preliminary Injunction
24	06/20/2002	109	Order Denying Carol Gerard's Motion to Clarify the Scope of the Preliminary Injunction or In the Alternative, to Modify the Preliminary Injunction

25	09/12/2002	133	Order Denying Carol Gerard's Motion to Reconsider the Court's Order Denying Motion to Clarify the Scope of the Preliminary Injunction or In the Alternative, to Modify the Preliminary Injunction
26	12/03/2002	146	Order Denying Carol Gerard's Motion for Reconsideration of Order Dated June 20, 2002
27	08/08/2003	154	Memorandum Opinion of District Court
28	10/12/2004	298	Memorandum Opinion Regarding Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against Montana Vermiculite Company
29	10/12/2004	299	Order Granting Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against Montana Vermiculite Company
30	08/22/2005	359	Debtors' Motion to Expand their Preliminary Injunction to Include Actions Against the State of Montana
31	08/09/2005	361	Joinder of the Official Committee of Unsecured Creditors in Debtors' Motion to Expand their Preliminary Injunction to Include Actions Against the State of Montana
32	08/22/2005	360	Debtors' Motion for Leave to Amend Complaint
33	10/05/2005	362	State of Montana's Response to Debtors' Motion to Expand Preliminary Injunction to Include Actions Against the State of Montana
34	10/07/2005	363	Opposition of Libby Claimants to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against the State of Montana
35	10/07/2005	364	Limited Opposition of Libby Claimants to Debtors' Motion for Leave to Amend Complaint
36	10/07/2005	365	Joinder of the Official Committee of Asbestos Personal Injury Claimants in the Opposition of Libby Claimants to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against the State of Montana
37	10/14/2005	367	Debtors' Motion for Leave to File a Reply in Further Support of their Motion to Expand Preliminary Injunction to Include Actions Against the State of Montana
38	10/17/2005	368	Certification of Counsel filed by Libby Claimants
39	12/22/2005	372	Order Granting Debtors' Motion for Leave to File a Reply in Further Support of Their Motion to Expand Preliminary Injunction to Include Actions Against the State of Montana
40	12/29/2005	373	Libby Claimants' Notice of Appeal

41	01/10/2006	375	Certification of Counsel on Order Regarding Debtors' Motion to Expand its Preliminary Injunction to Include Actions Against the State of Montana
42	01/17/2006	376	Order Regarding Debtors' Motion to Expand its Preliminary Injunction to Include Actions Against the State of Montana
43	01/18/2006	377	Libby Claimants' Designation of Record and Statement of Issues on Appeal
44	01/19/2006	378	Libby Claimants' Amendment to Notice of Appeal
45	01/30/2006	380	Counter-Designation of State of Montana of Items to be Included in the Record on Appeal and Statement of Issues to Be Presented on Appeal
46	01/30/2006	381	Debtors' Designation of Additional Items to be Included in the Record on Appeal
47	01/30/2006	382	Debtors' Counter-Statement of Issues on Appeal
48	01/30/2006	383	Debtor's Motion to Dismiss Appeal
49	01/31/2006	384	Joinder of the State of Montana in Debtors' Motion to Dismiss Appeal
50	02/13/2006	387	District Court Order Denying Motion to Suspend
51	02/15/2007	389	Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
52	02/28/2007	390	Libby Claimants' Statement Concerning Motion of BNSF Concerning Preliminary Injunction
53	03/16/2007	391	Continental Casualty Company's Objection to Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
54	03/16/2007	392	Royal Indemnity Company's Objection to Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
55	03/16/2007	393	Maryland Casualty Company's Objection to the Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
56	03/16/2007	394	Debtors' Response to Motion of BNSF for Clarification of the Scope of the Preliminary Injunction and Cross-Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
57	03/16/2007	395	Debtors' Motion for Leave to Further Amend Complaint
58	03/22/2007	396	Order regarding Debtors' Response and Cross-Motion

59	03/26/2007	397	Royal Indemnity Company's Response to Debtors' Response to Motion of BNSF for Clarification of the Scope of the Preliminary Injunction and Cross-Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
60	03/26/2007	398	Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
61	04/03/2007	401	Emergency Motion of Libby Claimants to Reschedule Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
62	04/04/2007	403	Notice of Service of Discovery of Libby Claimants' Request for Production of Documents Propounded on Debtors, Continental Casualty Company, Maryland Casualty Company and Royal Indemnity Company
63	04/05/2007	404	Emergency Motion of Libby Claimants for Expedited Discovery
64	04/06/2007	405	Objection of Continental Casualty Company to Emergency Motion of Libby Claimants for Expedited Discovery
65	04/09/2007	406	Debtors' Objection to the Emergency Motion of Libby Claimants to Reschedule Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
66	04/10/2007	407	Joinder and Response of the Official Committee of Asbestos Personal Injury Claimants to the (I) Emergency Motion of Libby Claimants to Reschedule Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF and (II) Emergency Motion of Libby Claimants for Expedited Discovery
67	04/10/2007	408	Royal Indemnity Company's Joinder in the Objections to the Libby Claimants' Emergency Motion Filed by the Debtors and Continental Casualty Company
68	04/10/2007	409	Response of BNSF Railway Company to Emergency Motions of Libby Claimants for Expedited Discovery and to Reschedule Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
69	04/13/2007	410	Order Denying Emergency Motion of Libby Claimants to Reschedule Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
70	04/13/2007	411	Order Denying Emergency Motion of Libby Claimants for Expedited Discovery
71	04/13/2007	412	BNSF Railway Company's Response to Debtors' Motion For Leave To Further Amend Complaint

72	04/13/2007	413	BNSF Railway Company's Response to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
73	04/13/2007	414	Opposition of the Official Committee of Asbestos Personal Injury Claimants to the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
74	04/13/2007	415	Opposition of the Official Committee of Asbestos Personal Injury Claimants to Debtors' Motion for Leave to Further Amend Complaint
75	04/13/2007	416	Opposition of Libby Claimants to Debtors' Motion for Leave to Further Amend Complaint
76	04/13/2007	417	Opposition of Libby Claimants to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
77	04/13/2007	418	Libby Claimants' Motion in Limine
78	04/16/2007	419	Memorandum Opinion Concerning Order Denying Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against the State of Montana
79	04/16/2007	420	Order Denying Debtors' Motion To Expand The Preliminary Injunction To Include Actions Against The State of Montana
80	04/23/2007	422	Maryland Casualty Company's Reply in Support of Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
81	04/24/2007	424	Debtors' Motion for Leave to File a Reply in Further Support of Their Motion to Expand Preliminary Injunction to Include Actions Against BNSF
82	04/25/2007	425	Objection of Maryland Casualty Company to the Libby Claimants' Motion in Limine
83	04/26/2007	426	State of Montana's Motion for Reconsideration of Court's Opinion and Order Denying Debtors' Motion for Expansion of Preliminary Injunction Entered April 16,2007
84	04/26/2007	427	Debtors' Motion to Alter and Amend the Court's Order Denying Its Request to Expand the Preliminary Injunction to Include Actions Against the State of Montana
85	04/27/2007	429	Order Striking Reply Filed by Maryland Casualty Company
86	04/27/2007	430	Order Striking Libby Claimants' Motion in Limine
87	04/27/2007	431	Order Granting Debtors' Motion for Leave to File a Reply
88	04/27/2007	432	Debtors' Reply in Support of Their Motion to Expand the Preliminary Injunction to Include Actions Against BNSF

89	04/27/2007	433	Continental Casualty Company's Motion for Leave to File Reply (I) to Various Responses to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF, and (II) In Support of Expansion Motion
90	04/30/2007	435	Maryland Casualty Company's Motion for Leave to File a Reply In Support of Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
91	05/01/2007	438	Motion of BNSF for Leave to File a Reply (I) In Further Support of Its Motion for Clarification of the Scope of the Preliminary Injunction, or In the Alternative, for Relief From the Preliminary Injunction and (II) In Further Opposition to the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
92	05/04/2007	439	Maryland Casualty Company's Objection to Libby Claimants' Request for Production of Documents Propounded Upon Maryland Casualty Company
93	05/09/2007	440	Continental Casualty Company's Objection to Libby Claimants' Request for Production of Documents Propounded on Continental Casualty Company
94	05/10/2007	441	Royal Indemnity Company's Objection to Libby Claimants' Request for Production of Documents Propounded Upon Royal Indemnity Company
95	05/14/2007	442	Libby Claimants' Objection to Motions Filed by Debtors and State of Montana to Reconsider Order Denying Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against the State of Montana
96	05/14/2007	443	Opposition of the Official Committee of Asbestos Personal Injury Claimants to the Debtors' and the State of Montana's Motions to Reconsider the Court's Decision Denying a Stay of Litigation Against Montana
97	05/16/2007	444	Order Denying Continental Casualty Company's Motion for Leave to File a Reply (I) to Various Responses to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF, and (II) In Support of Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
98	05/25/2007	446	Certification of Debtors' Counsel on Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
99	05/30/2007	449	BNSF Railway Company's Certification of Counsel on Order Regarding the Motion of Burlington Northern Santa Fe Railway Company for Clarification of the Scope Of the Preliminary Injunction

100	06/01/2007	450	Objection to Certification of Counsel Submitted by BNSF Railway Company Relating to the Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, Or in the Alternative, for Relief from the Preliminary Injunction
101	06/04/2007	451	Amended Objection of Maryland Casualty Company to Certification of Counsel Submitted by BNSF Relating to the Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
102	06/05/2007	452	Joinder of Royal Indemnity Company to Amended Objection of Maryland Casualty Company to Certification of Counsel Submitted by BNSF Relating to the Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
103	06/06/2007	453	Modified Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
104	6/06/2007	455	Joinder of Continental Casualty Company to Amended Objection of Maryland Casualty Company to Certification of Counsel Submitted by BNSF Relating to the Motion of BNSF for Clarification of the Scope of the Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
105	06/12/2007	457	Order Granting Motion of BNSF Railway Company for Clarification of the Scope of Preliminary Injunction, or in the Alternative, for Relief from the Preliminary Injunction
106	06/14/2007	458	Motion of the Official Committee of Asbestos Personal Injury Claimants to Alter and Amend the Court's Modified Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
107	06/18/2007	459	Libby Claimants' Motion to Alter or Amend the Court's Modified Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
108	06/22/2007	461	BNSF Railway Company's Joinder in Libby Claimants' Motion to Alter or Amend the Court's Modified Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
109	07/06/2007	462	Limited Response of State of Montana to Libby Claimants' Motion to Alter or Amend the Court's Modified Order Regarding the Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against BNSF
110	07/06/2007	463	Debtors' Consolidated Response to Motions to Alter and Amend the Court's Temporary Stay Order Regarding Actions Against BNSF and the State of Montana

111	08/06/2007	465	Certification of Counsel Regarding Amended Order Regarding Motions To Expand The Preliminary Injunction
112	08/29/2007	466	Amended Order Regarding Motions to Expand the Preliminary Injunction
113	08/30/2007	467	Libby Claimants' Notice of Appeal
114	09/10/2007	469	Libby Claimants' Designation of Items for Inclusion in Record on Appeal and Statement of Issues on Appeal
115	09/20/2007	470	State of Montana's Counter Statement of Issues on Appeal
116	09/20/2007	471	Debtors' Designation of Additional Items for Inclusion in Record of Appeal
117	01/24/2008	474	Memorandum and Order Dismissing Appeal without Prejudice entered by Judge Buckwalter, US District Court Judge
118	01/25/2008	475	Memorandum Regarding Pending Motions in Civil Action No 07-609 (Copy from District Court)
119	01/25/2008	476	Order Dismissing Pending Motion Without Prejudice in Civil Action 07-609 (Copy from District Court)
120	02/18/2008	477	Debtors' Status Report Regarding Pending Motions for Injunctive Relief
121	02/26/2008	478	Letter from Daniel C. Cohn, Esquire to the Honorable Judith K. Fitzgerald re: Injunction Pleadings
122	02/29/2008	479	Debtors' Letter to Judge Fitzgerald re: Manville Opinion
123	03/04/2008	480	State of Montana's Letter to Judge Fitzgerald re: Manville Opinion
124	03/28/2008	481	Opinion of the U.S. Court of Appeals Regarding Civil Action No. 02-1549
125	03/28/2008	482	Judgment Order of the U.S. Court of Appeals Vacating Order of the District Court Entered on July 22, 2004
126	03/31/2008	483	Memorandum Opinion Denying the Motion for Reconsideration of Court's Opinion and Order Denying Debtors' Motion for Expansion of Preliminary Injunction
127	03/31/2008	484	Order Denying the Motion for Reconsideration of Court's Opinion and Order Denying Debtors' Motion for Expansion of Preliminary Injunction
128	04/04/2008	486	State of Montana's Motion to Stay Pending Appeal
129	04/09/2008	487	State of Montana's Motion to Shorten Time and Expedited Consideration of Motion to Stay Pending Appeal

130	04/09/2008	488	Interim Order (1) Granting Motion for Expedited Hearing on State of Montana's Motion to Stay Pending Appeal and (2) Staying Actions Against the State of Montana Pending Expedited Consideration of Its Motion for Stay Pending Appeal of This Court's Order Dated March 27, 2008
131	04/10/2008	490	State of Montana's Notice of Appeal
132	04/10/2008	492	Debtors' Notice of Appeal
133	04/11/2008	493	Clerk's Notice Regarding State of Montana's Filing of Appeal
134	04/11/2008	494	Clerk's Notice Regarding Debtors' Filing of Appeal
135	04/11/2008	495	Debtors' Motion for Leave to Appeal
136	04/14/2008	498	Memorandum Opinion in Regards to Debtors' Motion to Expand the Preliminary Injunction to Include Actions Against Burlington Northern and Santa Fe Railroad
137	04/14/2008	499	Libby Claimants' Objection to Motion to Stay Pending Appeal in the District Court of this Court's Order Denying Montana's Motion for Reconsideration
138	04/15/2008	500	Libby Claimants' Motion to Reschedule April 21, 2008 Hearing on State of Montana's Motion for Stay Pending Appeal
139	04/15/2008	501	Libby Claimants' Motion to Shorten Time and Expedited Consideration of Motion to Reschedule April 21 Hearing on State of Montana's Motion for Stay Pending Appeal
140	04/17/2008	503	Order Denying Libby Claimants' Motion to Reschedule Hearing on State of Montana's Motion to Stay Pending Appeal of This Court's Order Dated March 27, 2008
141	04/17/2008	504	Order Mooting Libby Claimants' Motion to Shorten Time regarding Motion to Reschedule April 21, 2008 Hearing on State of Montana's Motion for Stay Pending Appeal

II. STATEMENT OF ISSUES ON APPEAL

The Debtors hereby submit the following statement of issues presented by this appeal:

1. Did the Bankruptcy Court err in finding that it did not have “related to subject matter jurisdiction” under 28 U.S.C. §1334(b) to expand an injunction to include actions against the State of Montana involving the Debtors’ Montana mining operations?
2. Did the Bankruptcy Court fail to follow the Third Circuit Court of Appeals’ decision in *In re W.R. Grace & Co. (Gerard v. W.R. Grace & Co.)* 115 Fed. Appx. 565 (3d Cir. 2004)?

Dated: April 21, 2008

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. Grace & Co., et al.) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

AFFIDAVIT OF SERVICE

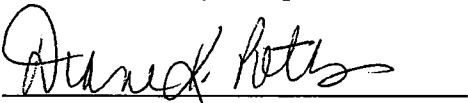
Margaret D. Broadwater being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl & Jones LLP and that on the 21st day of April, 2008, she caused a copy of the following document to be served upon the following service list in the manner indicated:

Debtors' Designation of Record and Statement of Issues on Appeal



Margaret D. Broadwater

Sworn to and subscribed before
me this 21st day of April, 2008



Notary Public
My Commission Expires: 2-20-10

DIANE K. POTTS
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Feb. 20, 2010

W. R. Grace 2002 Service List

Case No. 01-1139 (JKF)
Doc. No. 22588
037 - Hand Delivery
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